

FEB 9 10 12 AM '99

DURABLE POWER OF ATTORNEYBK 80 PG 263
W.E. DAVIS CH. CLK.

KNOW ALL MEN BY THESE PRESENTS, THAT I, JANET LOUISE MORGAN, 10770 Loblolly Street, Olive Branch, DeSoto County, Mississippi 38654, do make, constitute and appoint my friend, ELIZABETH SUZANNE ALBAN, my sufficient and lawful attorney, for me and in my name, place and stead:

(a) to demand, sue for, collect, recover and receive all goods, claims, debts, moneys, interests, and demands of any kind whatsoever now due or that may hereafter be due or belong to me;

(b) to make, execute, endorse, accept, and deliver any and all bills of exchange, checks, drafts, and notes, and to use the same and/or the proceeds thereof for whatsoever purpose or purposes that my said attorney may see fit;

(c) to pay all sums of money at any time or times that may hereafter be owing by me upon any bill of exchange, draft, or note made, executed, endorsed, accepted and delivered by me or for me and in my name by my said attorney;

(d) to sell any and all shares of stocks, bonds, or other securities now or hereafter belonging to me, and to make, execute and deliver an assignment or assignments of any such shares of stock, bonds or other securities;

(e) to defend, settle, adjust or compromise all actions, suits, accounts, claims and demands whatsoever that now are or hereafter shall be pending between me and any person, firm, or corporation, in such manner and in all

respects as my attorney shall think fit;

(f) to hire accountants, attorneys-at-law, clerks, workmen and others, and to remove them and appoint others in their place and to pay and allow to the persons so employed such salaries, wages or others remuneration as my said attorney shall think fit;

(g) to bargain, grant, sell and convey all of whatever right, title, interest, claim and demand I may have in and to any and all real estate standing in my name or in which I may be entitled to any interest whatsoever for such price as she may think best, and for me and in my name to execute and deliver a proper deed or deeds with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary or convenient to effectuate such sale and conveyance;

(h) to sell whatever of my personal property she may deem advisable for such price as she may think best and for me and in my name to execute and deliver any proper bill of sale, or bills of sale, with or without the usual covenants, and, further, to execute and deliver any instrument of any kind necessary or convenient to effectuate the sale;

(i) I expressly authorize my said attorney to appoint a successor, in the event that my aforesaid attorney fails or refuses to act as my attorney-in-fact, by written instrument;

(j) without in any wise limiting the foregoing, generally to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about

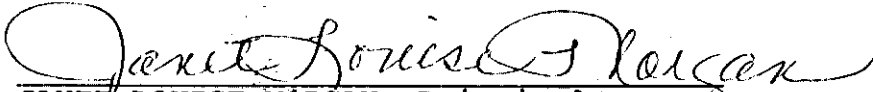
the premises, as fully, to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney, as my substitute shall lawfully do or cause to be done by virtue hereof;

(k) I nominate my attorney or her successor, to be my conservator, guardian of my estate, or guardian of my person, if it should be necessary for protective proceedings to be commenced for me or my estate; however, it is my wish, that to the extent reasonably possible, no protective proceedings shall be used or required and that my business be managed under the provisions of this power of attorney.

(l) This Power of Attorney shall not be affected by the subsequent disability or incompetence of the principal, or lapse of time. This document is intended to be a Durable Power of Attorney in accordance with Section 87-3-101, et seq., MCA, 1972.

(m) This Durable Power of Attorney shall take effect immediately.

IN WITNESS WHEREOF, I, JANET LOUISE MORGAN have hereunto set my mark this 8th day of February, 1999, at Southaven, Mississippi.


JANET LOUISE MORGAN, Principal

STATE OF MISSISSIPPI

COUNTY OF DESOTO

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the said county and state, on this the 8th day of February, 1999, within my jurisdiction, the within named, **JANET LOUISE MORGAN** who acknowledged that she executed the above and foregoing instrument as his free act and deed.

Richard W. McCombs
NOTARY PUBLIC

My commission expires: My Commission Expires March 14, 2001

ACCEPTANCE

I, **ELIZABETH SUZANNE ALBAN** do hereby accept the appointment of Power of attorney for my friend.

Elizabeth Suzanne Alban
ELIZABETH SUZANNE ALBAN
Attorney-In-Fact

THIS INSTRUMENT PREPARED BY:
B. G. PERRY
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MS. BAR NO. 4128